

Noranda Inc.
BCE Place, 181 Bay Street, Suite 4100
P.O. Box 755, Toronto, Ontario M5J 2T3

noranda

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To the Shareholders:

TAKE NOTICE that the Seventy-Second Annual Meeting of the holders of Common Shares of NORANDA INC. will be held at Roy Thomson Hall, 60 Simcoe Street, in the City of Toronto, Ontario on Thursday, April 27, 1995 at 2:30 p.m. (Eastern Daylight Time) for the following purposes:

- (i) to receive reports and financial statements;
- (ii) to elect directors; and
- (iii) to appoint auditors and authorize the directors to fix the remuneration of the auditors.


A copy of the reports and the financial statements to be laid before the Meeting is forwarded herewith.

Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the enclosed form of proxy in the return envelope provided.

DATED March 1, 1995.

By order of the Board,

KEVIN N. THOMPSON,
Vice-President, Secretary
and General Counsel



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MANAGEMENT INFORMATION CIRCULAR

This information circular accompanies the Notice of the Annual Meeting of the holders of Common Shares of Noranda Inc. (the "Corporation" or "Noranda") to be held on April 27, 1995 and is **furnished in connection with the solicitation by the management of the Corporation of proxies for use at the Meeting**. The solicitation will be primarily by mail but proxies may also be solicited by regular employees of the Corporation. The cost of such solicitation will be borne by the Corporation.

The persons named in the enclosed form of proxy are officers of the Corporation. Shares represented by properly executed proxies in the enclosed form deposited with The R-M Trust Company, 393 University Avenue, Fifth Floor, Toronto, Ontario M5G 2M7 prior to the day of the Meeting or with the chairman thereof will be voted or withheld from voting in accordance with the instructions of the shareholder on the proxy on any ballot that may be called for. In the absence of any instructions on the proxy, such shares will be voted at the Meeting:

- (i) **for the election as directors of the Corporation of the persons listed under the heading "Election of Directors" below; and**
- (ii) **for the appointment of Ernst & Young as auditors of the Corporation and to authorize the directors to fix their remuneration.**

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and other matters that may properly come before the Meeting.

A shareholder who has given a proxy may revoke it by an instrument in writing, including another proxy, executed by the shareholder or by the shareholder's attorney authorized in writing and deposited at the registered office of the Corporation at BCE Place, 181 Bay Street, Suite 4100, P.O. Box 755, Toronto, Ontario M5J 2T3 prior to the day of the Meeting or with the chairman thereof.


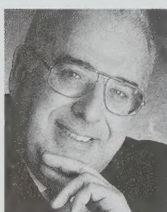



voting shares and principal holders thereof

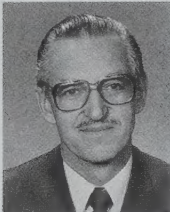




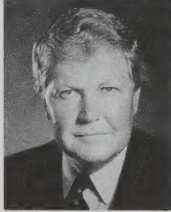
227,449,972 Common Shares, 1,316,028 Series C Preferred Shares and 200 Series D Auction Perpetual Preferred Shares of the Corporation are outstanding. Each holder of Common Shares is entitled to one vote on all matters to come before the Meeting for each Common Share registered in the shareholder's name in the list of holders of Common Shares prepared as of March 17, 1995 unless a person has transferred shares after March 17, 1995 and the new holder of such shares establishes proper ownership and requests the Secretary of the Corporation by April 17, 1995 to be included in the list of holders of Common Shares.






The management of the Corporation understands that Brascan Limited and associated companies own 94,044,013 Common Shares (41.35%) and Convertible Debentures convertible into 2,142,855 Common Shares of the Corporation.

election of directors

At a meeting held on February 9, 1995, the Board of Directors approved an increase in the number of directors from 14 to 16. The persons named in the enclosed form of proxy intend, unless otherwise directed, to vote for the election of a Board of Directors composed of the 16 nominees listed below to serve until the next annual meeting of the shareholders of the Corporation or until their successors are duly elected or appointed, unless any such person is not available to act as a director, in which event a substitute may be nominated. Except for Ms. Rae and Messrs. Harding, Osborne and Pratt, the nominees whose names are set forth below are currently directors of the Corporation.

	Proposed Nominee	Principal Occupation	Director Since	Number of Noranda or Subsidiary Shares Owned as at February 28, 1995
	Alex G. Balogh Oakville, Ontario	Deputy Chairman, Noranda since October 1994; Senior Vice-President of Noranda and President and Chief Executive Officer of Noranda Minerals Inc. prior thereto	1994	1,875 Noranda common
	André Bérard Montreal, Quebec ⁽¹⁾⁽³⁾	Chairman of the Board and Chief Executive Officer, National Bank of Canada (Banking)	1990	NIL
	J. W. Bud Bird Fredericton, New Brunswick ⁽²⁾	President, Bird Holdings Ltd. (Family investment holding company)	1994 ⁽⁶⁾	2,000 Noranda common 2,000 Noranda Forest common
	Peter F. Bronfman Toronto, Ontario ⁽²⁾	Chairman, Edper Enterprises Limited (Investment holding company)	1987	NIL
	Jack L. Cockwell Toronto, Ontario ⁽¹⁾⁽³⁾⁽⁴⁾	President and Chief Executive Officer, Brascan Limited (Natural resources, financial services and power generation)	1981	38,000 Noranda common 6,000 Noranda Forest common

Proposed Nominee	Principal Occupation	Director Since	Number of Noranda or Subsidiary Shares Owned as at February 28, 1995
	René Dufour, P.Eng. Montreal, Quebec ⁽²⁾⁽⁵⁾	Professor and Assistant to the President, École Polytechnique	1988 1,000 Noranda common
	The Honourable J. Trevor Eyton, O.C., Q.C. Caledon, Ontario ⁽³⁾⁽⁴⁾	Chairman, Brascan Limited; and member of the Senate of Canada	1981 10,000 Noranda common
	Robert J. Harding Toronto, Ontario	President and Chief Executive Officer, Hees International Bancorp Inc. (Merchant banking) since January 1993; Managing Partner and Chief Operating Officer from June 1992 to January 1993; Managing Partner and Chief Financial Officer prior thereto	— 1,500 Noranda common
	David W. Kerr Toronto, Ontario ⁽²⁾⁽⁵⁾	President and Chief Executive Officer, Noranda	1987 34,265 Noranda common 6,000 Noranda Forest common 1,000 Brunswick Mining & Smelting Corporation Limited common
	The Honourable E. Peter Loughheed, P.C., C.C., Q.C. Calgary, Alberta ⁽¹⁾⁽⁴⁾	Partner, Bennett Jones Verchere (Law firm)	1994 200 Noranda common
	James W. McCutcheon, Q.C. Toronto, Ontario ⁽¹⁾⁽⁴⁾	Counsel, McCarthy Tétrault (Law firm)	1993 NIL

	Proposed Nominee	Principal Occupation	Director Since	Number of Noranda or Subsidiary Shares Owned as at February 28, 1995
	W. Darcy McKeough Chatham, Ontario ⁽¹⁾⁽⁵⁾	Chairman, McKeough Investments Ltd. (Rental properties)	1979	5,000 Noranda common
	Ronald W. Osborne, F.C.A. Toronto, Ontario	Executive Vice-President and Chief Financial Officer, BCE Inc. (Telecommunications) since January 1995; President and Chief Executive Officer, Maclean Hunter Limited (Communications) prior thereto	—	NIL
	Alfred Powis, O.C. Toronto, Ontario ⁽³⁾⁽⁴⁾⁽⁵⁾	Chairman, Noranda	1964	96,828 Noranda common 2,400 Noranda Forest common
	E. Courtney Pratt Toronto, Ontario	Executive Vice-President, Noranda since October 1993; Senior Vice-President, Human Resources and Strategic Planning prior thereto	—	340 Noranda common
	Barbara J. Rae, C.M., O.B.C. Vancouver, British Columbia	Chairman, ADIA Canada Ltd. (Employment contractors) since May 1992; President and Chief Executive Officer prior thereto	—	200 Noranda common

Notes:

- (1) Member of the Audit Committee
- (2) Member of the Environmental Committee
- (3) Member of the Human Resources and Compensation Committee
- (4) Member of the Nominating Committee
- (5) Member of the Pension Committee

- (6) Mr. Bird also served as a director of the Corporation from February 1983 to November 1988 at which time he resigned and served as a Member of the Parliament of Canada until October 1993

Neither Mr. André Monast, Q.C., a current director (and member of the Human Resources and Compensation Committee), nor Mr. Adam H. Zimmerman, a current director (and member of the Environmental Committee), will be standing for re-election at the Annual Meeting.

NOTE: The information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees.

executive compensation

COMPOSITION OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

Members of the Human Resources and Compensation Committee of the Board of Directors of the Corporation (the “Committee”) are, and as at December 31, 1994 were, Trevor Eyton (Chairman), André Bérard, Jack Cockwell, André Monast and Alfred Powis. All members served throughout the 1994 fiscal year. Mr. Richard Whittall was also a member of the Committee until the last annual meeting of the Corporation at which, due to having reached the age limit for service on the Board of Directors, he was not eligible to stand for re-election. The Committee met six times during 1994.

Mr. Powis, as Chairman of the Corporation, was an employee and an executive officer of the Corporation throughout the 1994 fiscal year. Mr. Powis was not present at, nor did he participate in, Committee meetings when his compensation was discussed or determined. During the 1994 fiscal year, Mr. Powis did not sit on the compensation committee or its equivalent of any company employing any of the above-named Committee members. He is a director of Brascan Limited, the Corporation’s major shareholder, where Messrs. Cockwell and Eyton are employed. For information on Mr. Powis’ indebtedness to the Corporation, see “Indebtedness of Directors, Executive Officers and Senior Officers” below.

Mr. Kerr, the President and Chief Executive Officer of the Corporation, is not a member of the Committee. He makes recommendations to the Committee with respect to executive compensation philosophy and policy and with respect to the compensation paid to senior officers of the Corporation, other than Mr. Powis and himself. Mr. Kerr was not present at, nor did he participate in, Committee meetings when his compensation was discussed or determined. Mr. Kerr is also a director of Brascan Limited.

REPORT ON EXECUTIVE COMPENSATION

The Human Resources and Compensation Committee of the Corporation is responsible for recommending to the Board of Directors the compensation of the senior officers of Noranda Inc. and its wholly-owned subsidiaries. The board of directors of each subsidiary of the Corporation which is itself a public company is responsible for the compensation of the senior officers employed by it. In this context, the Committee is responsible for recommending the compensation of four of the five executive officers named in the Summary Compensation Table below: Messrs. David Kerr (President & CEO), Alfred Powis (Chairman), Alex Balogh (Deputy Chairman) and Elzie Borders (President & CEO, Noranda Aluminum, Inc.). Noranda Forest Inc.’s board of directors and its human resources committee are responsible for determining the compensation of Mr. Linn Macdonald (President & CEO, Noranda Forest Inc. (“Noranda Forest”)).

Through its total compensation program for executives, the Corporation aims to attract, retain and motivate top quality people at the executive level. Performance incentives that are tied directly to increases in shareholder value are essential components of the program.

With respect to general philosophy, the Committee believes that senior executive compensation should be driven primarily by performance relative to the established plans and strategy of the business. Information on the compensation practices of competitors is important, but should not drive the philosophy or design of the Corporation’s program. The Committee focuses on rewarding performance, and not on entitlement or excessive levels of employment security.

The individual components of executive compensation and the Committee’s approach to each are:

Base Salary will be competitive with salaries for like positions in the business sector or industry within which the particular executive officer is employed, generally at the median level, as determined through a variety of surveys conducted by independent professional compensation consultants, and supplemented by other sources of information. Annual salary adjustments are based on the individual’s performance and positioning relative to peers in the Corporation and the relevant business sector or industry.

Bonus or performance awards represent annual short-term incentives designed to relate the compensation of the executive officers to their individual performance and to the financial performance of the Corporation. The component based on individual performance will be awarded on the basis of the degree to which the individual has met pre-agreed objectives. This award will vary within a range, depending on performance, with the maximum for individual performance for the named executive officers (other than Mr. Macdonald) in the order of 20% of base salary. The component based on business performance will vary within a range based on the financial performance of the Corporation or business unit during the fiscal year. The maximum award for corporate performance for Messrs. Kerr and Powis is in the order of 30% of base salary. For them, business performance is based on the results of Noranda Inc. The maximum award for corporate performance for Mr. Balogh was in the order of 50% of base salary during 1994, and was based on the results of Noranda Minerals Inc. Commencing in 1995, Mr. Balogh's corporate performance award will be based on the results of Noranda Inc. The maximum award for corporate performance for Mr. Borders is in the order of 80% of base salary, and is based on the results of Noranda Aluminum, Inc.

To further align the interests of senior management with those of the Corporation's shareholders, long-term incentives will be in the form of shares, primarily stock options granted under the Corporation's Stock Option Plan ("SOP"). Option grants will be considered on an annual basis, as part of the total compensation review for the executives. For the named executive officers (other than Mr. Macdonald), it is expected that annual grants in the range of 1.5 to 2 times base salary (determined by multiplying the number of stock options by the exercise price) will be awarded. Under the terms of the SOP, options are granted having an exercise price equal to market price at the time of grant. All options vest immediately, with recent and planned grants being for a five-year term (the SOP provides for options having up to a 10-year term).

The other components of the total executive compensation program are pension, other benefits and perquisites. These will be competitive, but not industry leaders.

Each element of the executive compensation program fulfills a different goal. The Committee places the greatest emphasis for the named executive officers on the short-term and long-term incentive programs which are designed to link their interests with those of the Corporation's shareholders, and the least emphasis on pension, other benefits and perquisites.

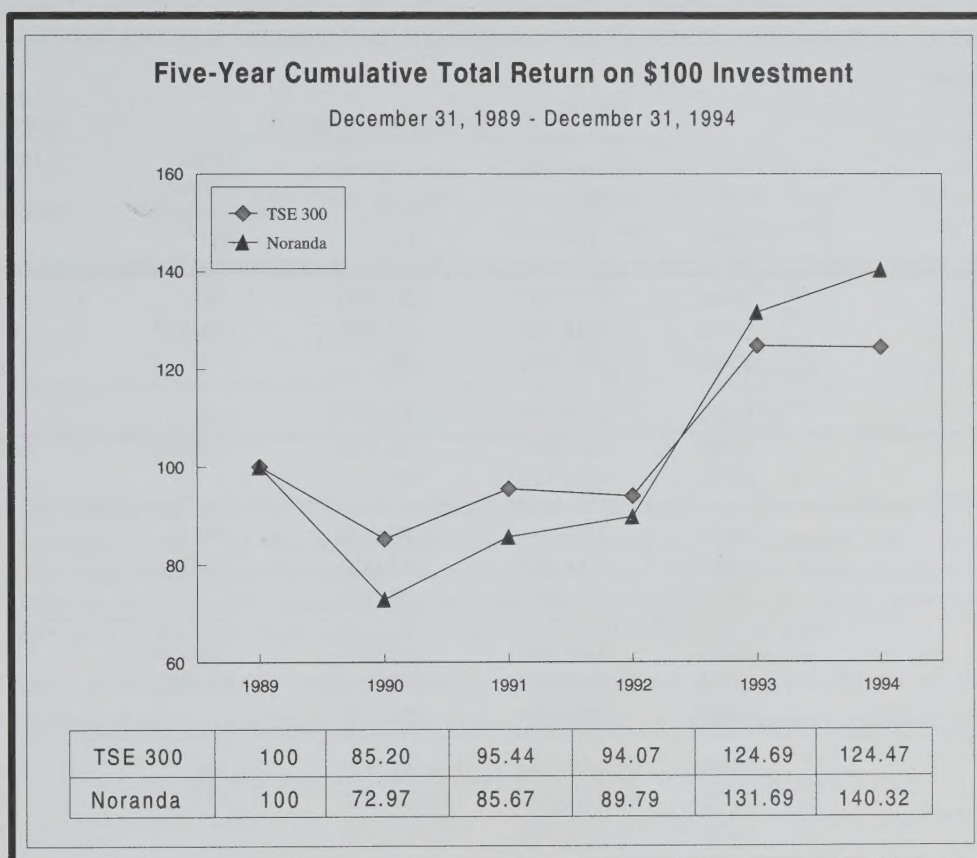
The base salary of the Corporation's President and CEO, Mr. Kerr, is below the competitive level targeted in the above philosophy. It has been recommended by the Committee and agreed by the Board that through a series of increases, Mr. Kerr's salary will be moved to that more competitive level over the next few years, rather than through a single increase. Mr. Kerr has been awarded a performance bonus of \$120,000 for the 1994 fiscal year. This includes a component related to his individual performance based on the degree to which Mr. Kerr achieved the objectives pre-agreed with the Committee and the Board. It also includes a component related to the performance of the Corporation based on a targeted level of return on equity (ROE) recommended by the Committee and adopted by the Board.

As noted above, the compensation of Mr. Macdonald, one of the Corporation's named executive officers, is determined by the board of directors of Noranda Forest on the recommendations of its human resources committee. Messrs. Powis and Cockwell, directors of the Corporation, are members of such board and committee. The general philosophy of executive compensation within Noranda Forest, as well as the components of executive compensation and the approach taken to each, are substantially in accordance with those of Noranda Inc.

Presented by the Committee: André Bérard, Jack Cockwell, Trevor Eyton, André Monast and Alfred Powis.

PERFORMANCE GRAPH

The following graph compares the yearly percentage change in the cumulative total shareholder return over the last five fiscal years on the Corporation's Common Shares with the cumulative total return of the TSE 300 Stock Index:



Note: Assumes dividends are reinvested on the ex-dividend date.

SUMMARY COMPENSATION TABLE

The following table, presented in accordance with the regulations to the *Securities Act* (Ontario), sets forth all compensation paid or payable in respect of the individuals who were, at December 31, 1994, the Chief Executive Officer and the other four most highly compensated individuals performing a policy-making function in respect of the Corporation (the “named executive officers”):

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation	
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) ⁽³⁾	Securities Under Options Granted (#)	All Other Compensation (\$) ⁽⁵⁾
David Kerr President & CEO Noranda Inc.	1994	375,000	120,000	NIL	23,000	8,143
	1993	300,000	60,000	36,077	95,400	3,698
	1992	260,000	NIL		NIL	
Alfred Powis Chairman Noranda Inc.	1994	420,000 ⁽²⁾	65,000	NIL	30,000	1,600
	1993	420,000 ⁽²⁾	33,750	48,665	116,500	1,626
	1992	420,000 ⁽²⁾	NIL		NIL	
Alex Balogh Deputy Chairman Noranda Inc.	1994	375,000	128,000	NIL	23,000	1,200
	1993	300,000	43,000	25,210	96,400	1,387
	1992	262,000	76,962		NIL	
Linn Macdonald ⁽¹⁾ President & CEO Noranda Forest Inc.	1994	338,333	204,000	3,013	50,000 ⁽⁴⁾	2,717
	1993	316,667	112,000	11,540	50,000 ⁽⁴⁾	2,944
	1992	280,000	56,000		NIL	
Elzie Borders ⁽⁶⁾ President & CEO Noranda Aluminum, Inc.	1994	US300,000	US141,000	NIL	20,000	US4,095
	1993	US250,000	US50,000	11,022	36,100	US5,442
	1992	US220,000	US83,000		NIL	

NOTES:

- (1) Mr. Macdonald's compensation is determined by the board of directors of Noranda Forest, a public company in which Noranda owns 74% of the common shares. His compensation, including all amounts set forth above, is paid or payable by Noranda Forest.
- (2) Mr. Powis' annual fixed compensation was, effective January 1, 1992, set at \$420,000 until his retirement.
- (3) The value of perquisites and other personal benefits for each named executive officer does not exceed the lesser of \$50,000 and 10% of the total of his annual salary and bonus. The amounts in this column relate to the dollar value of imputed interest benefits (computed in accordance with the *Income Tax Act* (Canada)) from loans provided to each named executive officer under the MSPP or, in the case of Mr. Macdonald, Noranda Forest's executive share purchase plan, as described under “Indebtedness of Directors, Executive Officers and Senior Officers”.
- (4) Options to purchase common shares of Noranda Forest granted pursuant to Noranda Forest's stock option plan.
- (5) The amounts in this column include premiums paid for term life insurance for each named executive officer other than Mr. Borders. In the case of Mr. Kerr, the amounts also include the Corporation's contributions under the Employee Share Savings Plan. Mr. Kerr participates in this plan on the same basis as all other participating employees. Under this plan, employees can contribute up to 5% of their salary towards the purchase of Common Shares of the Corporation, with the Corporation contributing cash to the extent of 30% of eligible contributions towards the purchase of additional Common Shares. In the case of Mr. Borders, the amounts represent vested employer matching contributions under a defined contribution plan qualified under section 401(k) of the U.S. Internal Revenue Code maintained by Noranda Aluminum, Inc.
- (6) Mr. Borders' salary and bonus are stated and paid in United States dollars (“US\$”). On February 28, 1995, the Bank of Canada noon rate of exchange for the conversion of one United States dollar into Canadian dollars was \$1.3935 (Cdn \$1.00 equals US \$0.7176).

INCENTIVE PLANS

The following table sets forth individual grants of stock options during the financial year ended December 31, 1994 to the named executive officers:

OPTION GRANTS DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 1994

Name	Securities Under Options Granted (#)	% of Total Options Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
David Kerr	23,000 ⁽¹⁾	4.60%	26.25	26.25	Jan. 17, 1999
Alfred Powis	32,000 ⁽¹⁾	6.41%	26.25	26.25	Jan. 17, 1999
Alex Balogh	23,000 ⁽¹⁾	4.60%	26.25	26.25	Jan. 17, 1999
Linn Macdonald	50,000 ⁽²⁾	20.20% ⁽²⁾	12.50 ⁽²⁾	12.50	Feb. 7, 1999
Elsie Borders	20,000 ⁽¹⁾	4.00%	26.25	26.25	Jan. 17, 1999

NOTES:

- (1) Each of these options is fully vested and entitles the named executive officer to purchase one Common Share of the Corporation.
- (2) Each of these options is fully vested, entitles Mr. Macdonald to purchase one common share of Noranda Forest, and was granted on February 8, 1994 by the board of directors of Noranda Forest under the Noranda Forest stock option plan. The 20.20% figure represents the percentage of total options granted to employees of Noranda Forest and its subsidiaries during 1994 under the Noranda Forest stock option plan. The exercise price of such options is the closing market price of Noranda Forest common shares on the date preceding the grant.

The following table sets forth details of each exercise of stock options during the financial year ended December 31, 1994 by the named executive officers, and the financial year-end value of unexercised options on an aggregated basis:

AGGREGATED OPTION EXERCISES DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 1994 AND FINANCIAL YEAR-END OPTION VALUES

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$) ⁽¹⁾	Unexercised Options at Financial Year Ended December 31, 1994 (#) Exercisable/ Unexercisable	Value of Unexercised in-the-money Options at Financial Year Ended December 31, 1994 (\$) Exercisable/ Unexercisable
David Kerr	10,000	131,250	147,000/Nil	921,350/Nil ⁽³⁾
Alfred Powis	Nil	Nil	148,500/Nil	707,000/Nil ⁽³⁾
Alex Balogh	Nil	Nil	119,400/Nil	584,150/Nil ⁽³⁾
Linn Macdonald	Nil	Nil	100,000/Nil ⁽²⁾	106,250/Nil ⁽⁴⁾
Elsie Borders	3,800	47,500	59,600/Nil	263,600/Nil ⁽³⁾

NOTES:

- (1) Determined on the basis of market value at date of exercise.
- (2) Options to purchase common shares of Noranda Forest.
- (3) Calculated based on the December 30, 1994 closing price on The Toronto Stock Exchange for Noranda Common Shares, being \$26.50.
- (4) Calculated based on the December 30, 1994 closing price on The Toronto Stock Exchange for Noranda Forest common shares, being \$11.125.

PENSION ARRANGEMENTS

Messrs. Kerr, Powis, Balogh and Macdonald participate in the defined benefit retirement plan for Canadian salaried employees. The following table shows the total annual retirement benefits payable under such retirement plan to participants in the specified compensation and years of service categories assuming retirement at age 65:

PENSION PLAN TABLE (CANADIAN SALARIED EMPLOYEES)

Remuneration (\$) ⁽¹⁾	Years of Service						
	15	20	25	30	35	40	45
125,000	30,975	41,300	51,625	61,950	72,275	83,225	94,150
150,000	37,550	50,050	62,575	75,075	87,600	100,725	113,850
175,000	44,100	58,800	73,500	88,200	102,900	118,225	133,525
200,000	50,675	67,550	84,450	101,325	118,225	135,725	153,225
225,000 ⁽²⁾	57,225	76,300	95,375	114,450	133,525	153,225	172,900
250,000	63,800	85,050	106,325	127,575	148,850	170,725	192,600
300,000	76,925	102,550	128,200	153,825	179,475	205,725	231,975
400,000	103,175	137,550	171,950	206,325	240,725	275,725	310,725
500,000	129,425	172,550	215,700	258,825	301,975	345,725	389,475

NOTES:

- (1) Remuneration for the purposes of such pension plan includes base salary only. Other than with respect to Messrs. Powis and Macdonald, remuneration is calculated on the basis of the average of the best 60 months' earnings prior to retirement.
- (2) To limit the Corporation's retirement benefit liability to employees of the Corporation other than Messrs. Powis and Balogh, a remuneration level of \$225,000 has been established as the maximum average remuneration eligible for pension calculations. This maximum level is to be reviewed periodically in both general application and application to individuals. Based on the \$225,000 maximum average remuneration level, the estimated annual pension benefit payable upon retirement at normal retirement age for Mr. Kerr (the one affected named executive officer) is \$84,250. The estimated annual pension benefit payable upon retirement at normal retirement age for Mr. Balogh is \$260,150.

Mr. Powis' pension payable on retirement has been set by the Board of Directors at \$261,000 per annum, payable for life and guaranteed for five years.

For purposes of computing the total retirement benefit of the participating named executive officers, credited service as of January 1, 1995 was eight years for Mr. Kerr, 39 years for Mr. Powis and 40 years for Mr. Balogh. Mr. Macdonald's pension benefit is not determined based on credited years of service.

Noranda Forest has guaranteed to provide a pension benefit to Mr. Macdonald at age 65 equal to 55% of his best five years' average salary with Noranda Forest less the value of the pension benefit from his previous employer. The estimated annual pension benefit payable by Noranda Forest to Mr. Macdonald upon his retirement at normal retirement age is \$165,241.

The amounts shown in the above table are payable for life and guaranteed for five years. The Pension Plan formula contains a partial offset for the Canada Pension Plan benefit. The amounts shown above are after adjustment for the estimated offset. All provinces require a pensioner to choose a joint and survivorship pension wherein the member's surviving spouse will be entitled to a pension of not less than 60% of the member's pension unless the spouse waives this condition. For the Corporation, this default option is 66 ²/₃%. The conversion from the amounts shown in the above table to this option is dependent on the age of the spouse at the member's retirement and on interest rates at that time. Assuming the spouse is three years younger than the member, the amounts shown in the table would be reduced approximately 13%.

Mr. Borders participates in the defined benefit retirement plan for U.S. salaried employees. The following table shows the total annual retirement benefits payable under such retirement plan to participants in the specified compensation and years of service categories assuming retirement at age 65:

PENSION PLAN TABLE (U.S. SALARIED EMPLOYEES)

Remuneration (US\$) ⁽¹⁾	Years of Service				
	15	20	25	30	35
125,000	31,125	41,500	51,875	62,250	72,625
150,000	37,688	50,250	62,813	75,375	87,938
175,000	44,250	59,000	73,750	88,500	103,250
200,000	50,813	67,750	84,688	101,625	118,563
225,000	57,375	76,500	95,625	114,750	133,875
250,000	63,938	85,250	106,563	127,875	149,188
300,000	77,063	102,750	128,438	154,125	179,813
400,000	103,313	137,750	172,188	206,625	241,063

NOTE:

(1) Remuneration for the purposes of such pension plan includes base salary, bonus and profit sharing. Remuneration is calculated on the basis of the average of the best 60 months' earnings prior to retirement.

For purposes of computing the total retirement benefit of Mr. Borders, credited service as of January 1, 1995 was 12 years, 8 months.

The amounts shown in the above table are payable for life and guaranteed for five years. The U.S. Pension Plan formula contains a partial offset for the U.S. Social Security benefit. The amounts shown above are after adjustment for the estimated offset.

compensation of directors

Directors who are not employees of the Corporation are compensated for their services through a combination of retainer fees and meeting attendance fees. During the fiscal year ended December 31, 1994, the annual retainer paid to each such director by the Corporation was \$15,000. In addition, such directors who were members of Board Committees received an annual retainer fee of \$3,000 for each committee membership. Each such director also received a fee of \$2,000 for each meeting of the Board of Directors attended (other than the meeting held immediately following last year's annual meeting of shareholders) and a fee of \$1,000 for each committee meeting attended. No fees were paid during 1994 to any director who was also an officer of the Corporation.

Mr. McCutcheon, a director of the Corporation, is also a director of Kerr Addison Mines Limited, a public subsidiary of the Corporation. In such capacity, he was paid by such corporation during 1994 an annual retainer fee of \$10,000 and a committee meeting attendance fee of \$500. Mr. Zimmerman, a director of the Corporation, was also a director of Noranda Forest until April 1994. In such capacity, he was paid by such corporation during 1994 the pro-rated portion of the \$6,000 annual retainer fee amounting to \$1,500, a board meeting attendance fee of \$1,500 and a committee meeting attendance fee of \$500. In addition, Mr. Zimmerman has received a fee of \$50,000 from Noranda Forest for services performed on its behalf in 1994.

indebtedness of directors, executive officers and senior officers

Under the Management Share Purchase Plan ("MSPP") of the Corporation, loans are made to a trustee for the purchase of Common Shares of the Corporation that are then sold by the trustee to key employees of the Corporation and its subsidiaries. The unpaid purchase price of the shares is evidenced by a promissory note of the employee and the shares are pledged as collateral security for the payment of the note. Loans made after 1987 bear interest equal to the cash dividends paid on the shares and were repayable within a period of five years. In February 1995, the loans outstanding under the MSPP were extended by the Board of Directors until December 31, 1995. No loans have been made under the MSPP since 1990.

Under the Supplemental Share Ownership Plan ("SSOP") of the Corporation, established in 1992, loans were made to certain key employees of the Corporation and its subsidiaries to enable them to continue to own shares designated by the Board of Directors, excluding shares held by the trustee under the MSPP. During 1993, the indebtedness of the individuals to the Corporation under the SSOP was repaid. All but one of the individuals refinanced his loan with a Canadian chartered bank. Such demand loans are at the bank's prime rate, with dividends applied towards the interest due and the balance of interest due to be paid quarterly by the individuals directly. Each loan is secured by a pledge of the designated shares and a guarantee from the Corporation.

As at February 28, 1995, the aggregate indebtedness of all current and former officers, directors and employees of the Corporation or its subsidiaries to the Corporation or its subsidiaries entered into in connection with a purchase of securities of the Corporation or any of its subsidiaries was approximately \$14.8 million; and in connection with other shares designated by the Board of Directors under the SSOP was approximately \$3 million. Of the \$14.8 million amount referred to above, \$14 million represented indebtedness to Noranda Forest by participants of its executive share purchase plan.

TABLE OF INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS
AND SENIOR OFFICERS UNDER A SECURITIES PURCHASE AND OTHER PROGRAM

Name and Principal Position	Involvement of Issuer or Subsidiary	Largest Amount Outstanding during Financial Year Ended December 31, 1994 (\$)	Amount Outstanding as at February 28, 1995 (\$)	Security for Indebtedness
David Kerr President & CEO	MSPP Loan	331,400	331,400	Noranda Common Shares
Alfred Powis Chairman	MSPP Loan	331,400	331,400	Noranda Common Shares
Alex Balogh Deputy Chairman	SSOP Guarantee	247,500	247,500	designated shares/Guarantee of Corporation
David Bumstead Executive Vice-President	SSOP Guarantee	330,000	330,000	designated shares/Guarantee of Corporation
Courtney Pratt Executive Vice-President	SSOP Guarantee	495,000	495,000	designated shares/Guarantee of Corporation
Alan Thomas Senior Vice-President, Chief Financial Officer & Treasurer	MSPP Loan SSOP Guarantee	99,400 247,500	99,400 247,500	Noranda Common Shares designated shares/Guarantee of Corporation
Linn Macdonald President & CEO Noranda Forest	Loan by Noranda Forest under its executive share purchase plan ⁽¹⁾	630,400	551,600	Noranda Forest common shares
Adam Zimmerman Director	Loan by Noranda Forest under its executive share purchase plan ⁽¹⁾	2,053,550	2,053,550	Noranda Forest common shares

NOTE:

- (1) Allocations under the Noranda Forest executive share purchase plan are determined by the board of directors of Noranda Forest. Such plan is substantially similar to the Corporation's MSPP. Mr. Zimmerman is a former executive officer of Noranda Forest.

directors' and officers' liability insurance

The Corporation maintains directors' and officers' liability insurance coverage with an annual aggregate policy limit of \$10 million, subject to a corporate deductible of \$5 million per loss. Generally, under this insurance coverage, the Corporation and certain of its subsidiary and associated companies (collectively, the "Organization") are reimbursed for indemnity payments made to directors or officers of the Organization as required or permitted by law or under by-law indemnity provisions for losses, including legal costs, incurred by officers and directors in their capacity as such. This policy also provides coverage directly to individual directors and officers without any deductible if they are not indemnified by the Organization. The insurance coverage for directors and officers has certain exclusions including libel and slander and those

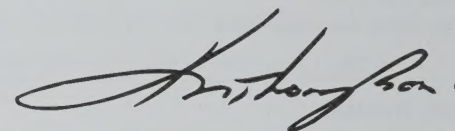
acts determined to be deliberately fraudulent or dishonest or to have resulted in personal profit or advantage. The policy was effective November 1, 1992 and was renewed November 1, 1994 at an annual premium of \$160,065 of which \$44,820 was payable entirely by the Corporation and the balance was payable entirely by subsidiary and associated companies. Of the \$44,820 payable directly by the Corporation, an estimated \$19,000 was payable in respect of its directors as a group and \$25,820 was payable in respect of its officers as a group. The policy term is 12 months with automatic renewal, unless otherwise terminated, for four subsequent 12 month terms at premiums to be established on each renewal.

appointment of auditors

As indicated above, the persons named in the form of proxy enclosed with the Notice of Meeting intend to vote for the appointment of Ernst & Young, Chartered Accountants, Toronto, as auditors of the Corporation at a remuneration to be fixed by the directors.

The contents of this Management Information Circular and the sending thereof have been approved by the directors of the Corporation.

DATED March 1, 1995.



KEVIN N. THOMPSON,
Vice-President, Secretary
and General Counsel

ADDITIONAL INFORMATION

The Corporation will provide to any person, upon request to the Vice-President, Secretary and General Counsel of the Corporation at its registered office, P.O. Box 755, Suite 4100, BCE Place, 181 Bay Street, Toronto, Ontario M5J 2T3, one copy of:

- (i) the latest Annual Information Form of the Corporation filed with the securities commissions or similar regulatory authorities in Canada, including Management's Discussion and Analysis of Financial Condition and Results of Operations and the comparative Consolidated Financial Statements for its most recently completed financial year and the Auditors' Report thereon;
- (ii) this Management Information Circular dated March 1, 1995; and
- (iii) any unaudited interim reports to shareholders issued subsequent to such Consolidated Financial Statements.

Any document referred to in (i) to (iii) above may be obtained by security holders of the Corporation without charge. The Corporation may require payment of a reasonable charge for any such document if the request is made by any other person.